

DI

AN ACT

209

TO INCORPORATE THE

DRUMMOND AND ARTHABASKA

COUNTIES RAILWAY COMPANY.

23 Vict. Cap. 111.



QUEBEC:

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VICTORIÆ REGINÆ.

CAP. CXI.

An Act to incorporate the Drummond and Arthabaska
Counties Railway Company.

[Assented to 19th May, 1860.]

WHEREAS the persons hereinafter named have petitioned the Legislature for incorporation as a Company to construct the Railway hereinafter described, and it is expedient to grant their request : Therefore, Her Majesty, by and with the advice and consent of the Legislative Council and Assembly of Canada, enacts as follows : Preamble.

1. The Honorable William Sheppard and Robert Nugent Watts, Christopher Dunkin, Valentine Cooke, Henry Keene Hemming, William Skrien Robins, Edward John Hemming, Joseph Boisvert, Robert James Millar, Théophile Brassard, William H. A. Davies, Charles W. Starnes, Thomas McCaig and Jesse D. Robinson, Esquires, with all such other persons and corporations as shall become shareholders in the Company hereby constituted, shall be, and they are hereby constituted a Body Corporate and Politic, by the name of "The Drummond and Arthabaska Counties Railway Company." Incorporation and corporate name.

Cap. 66 of Con.
Stat. to apply
to this Act.

2. All the provisions of "The Railway Act" shall be incorporated with this Act, save in so far as they may be inconsistent with any express enactment herein contained.

Line and extent of Railway.

3. The Company may lay out, construct and finish a double or single Railway or Tramway from any point on the Grand Trunk Railway, either in the County of Bagot, or in the County of Drummond, to any point on the Three-Rivers and Arthabaska Branch Railway, now in course of construction; and also may lay out, construct and finish any Branch or Branches of the same, not exceeding ten miles in length in any case, from any Station or Depot thereof, under the conditions hereby established for the Main Line thereof.

Branches.

Extra land for depots.

4. The Company, for any of their Stations or Depots, at any place where such Station or Depot may be required for any of their works hereby authorized, may take land to the extent of twenty acres, without the consent of the proprietor thereof, but subject otherwise to the provisions of The Railway Act in that behalf.

Bridges may be adapted for general purposes and tolls taken.

5. The Company may erect and construct such Bridges, for the purposes of their Railway or Tramway, or of any Branch thereof, over any part of any River, as they may deem necessary; and also may adapt such Bridges to the passage of horses, vehicles and passengers; and also may take, receive, and exact such rates of Toll upon all horses, animals, vehicles and passengers passing over any Bridge so adapted to the passage thereof, as by the Governor in Council shall from time to time be fixed and allowed; But the Company shall not commence the construction of any Bridge over any stream of a width, at flood water, exceeding fifty yards, until after the plans thereof, and of all works thereunto relating, shall have been submitted to, and approved by the Governor in Council.

Plans to be approved by Governor in Council.

Capital and how to be raised and applied.

6. The Capital Stock of the Company shall be the sum of eight hundred thousand dollars, to be divided into forty thousand shares of twenty dollars each, and shall be raised by the persons and corporations who may become shareholders in such stock; and the money so raised shall be applied, in the first place, to the payment and discharge of all fees, expenses and disbursements for procuring the passage of this Act, and for making the surveys, plans and estimates, connected with the works hereby authorized; and all the remainder of such money shall be applied to the making, maintaining and working thereof, and the other purposes of this Act, and to no other purpose whatever; and until such preliminary expenses shall be paid out of the said capital stock, the Municipality of any County, Town, Township, Parish or Village on the line of such works, may pay out of the general funds of such Municipality its fair proportion of such preliminary expenses, which shall thereafter be refunded to such Municipality from the Capital Stock of the Company, or be allowed to it in payment of stock.

As to preliminary expenses.

7. All Manufacturing or Mining Corporations, carrying on their operations, in whole or part, any where within the limits of the Counties of Drummond, Arthabaska and Bagot, whether incorporated by Special Act, or under any General Act, by a vote of the Shareholders representing at least three fourths of the value of the stock, but not otherwise, may subscribe for, or otherwise acquire, and may hold, any number of Shares of the Capital Stock of the Company; and may dispose of the same at pleasure.

Trading Corporations may take Stock.

8. The said William Sheppard, Robert Nugent Watts, Christopher Dunkin, Valentine Cook, Henry Keene Hemming, William H. A. Davies and Jesse D. Robinson, are hereby constituted and appointed the first Directors of the Company; and, until others shall be named as hereinafter provided, shall constitute the Board of Directors of the Company, with power to fill vacancies occurring thereon, to associate with themselves thereon not more than three other persons, who, upon being so named, shall become and be Directors of the Company equally with themselves, to open Stock Books, to make a call upon the shares subscribed therein, to call a meeting of the Subscribers thereto, for the election of other Directors as hereinafter provided, and with all such other powers as, under the Railway Act, are vested in such Board.

First Directors.

Vacancies.

Powers.

Stock books, &c.

9. So soon as one-eighth of the Capital Stock shall have been subscribed, and one-tenth thereof duly paid into some Chartered Bank (which shall on no account be withdrawn therefrom unless for the service of the Company) it shall be lawful for the said Directors, or a majority of them, by public notice, to be given at least thirty days previous in the *Canada Gazette*, and also at least fifteen days previous in at least one English and one French Newspaper, published in the City of Montreal, and in two of the nearest country papers, to call a first General Meeting of the Shareholders, at such time and place as they shall think proper; and at such meeting, and at every annual general meeting of the Company thereafter, there shall be elected not less than seven nor more than ten Directors, to serve until the next annual general meeting, and until their successors are appointed; and at every such meeting, each Municipal or other Corporation, holding stock to the amount of twenty thousand dollars or more, and not being in arrear for any call thereon, may either take part in such election as an ordinary Shareholder, or may abstain from so doing; and each such Corporation, as shall so abstain, may, either then or at any time thereafter, by By-law in that behalf, name one other Director, who need not himself be a Shareholder, to serve for the like term,—the thirty-fourth and seventy-eighth Sections of the Railway Act being in this behalf hereby superseded.

First general meeting: when to be held, &c.

Election of Directors.

As to Municipalities and other Corporations holding stock

10. The annual general meetings of the Company shall be held thereafter, on the first Wednesday in the month of May yearly

Yearly general meetings

yearly, or on such other day as shall be appointed by any By-law of the Company, and at such place and hour as by such By-law shall be appointed; and public notice thereof shall be given at least thirty days previous in the *Canada Gazette*, and also at least fifteen days previous in at least one English and one French newspaper published in the City of Montreal.

11. No person shall be qualified to be elected such Director by the Shareholders, unless he be a Shareholder, holding at least ten shares of Stock in the Company.

12. At all meetings of the Company, the Stock held by Municipal and other Corporations may be represented by such person as they shall respectively have appointed in that behalf by By-law, and such person shall, at such meeting, be entitled equally with other Shareholders to vote by proxy; and no Shareholder shall be entitled to vote on any matter whatever, unless all calls due on the stock held by such Shareholder shall have been paid up, at least one week before the day appointed for such meeting.

13. From and after the first general meeting of the Company, the Directors, so chosen by the Shareholders as aforesaid, and the Directors representing Corporations as aforesaid, shall form the Board of Directors of the Company; and if any vacancy shall occur, by death, resignation or otherwise, among the Directors of the former class, a majority of the remaining Members of the Board may elect any qualified Shareholder to fill the same; and if any vacancy shall occur among the Directors of the latter class, the Corporation interested may by By-law name another person to fill the same.

14. Five Members of the Board of Directors of the Company shall be a *quorum* thereof for the transaction of business; and the Board may employ one or more of their number as paid Director or Directors.

15. With the approval of the Governor in Council, the Board of Directors of the Company may by By-law divide the main line of the work hereby authorized, into not more than four sections; and in that case, any one or more of such sections when completed, whether connecting with the Grand Trunk Railway of Canada, or with the Three Rivers and Arthabaska Branch Railway, shall (with any branch or branches thereof) be known as, and become the Railway or Tramway hereby authorized, although any other section or sections may not be completed; and the putting into operation of any one or more of such sections, within four years from the passing of this Act, shall secure the corporate existence of the Company, and its right thereafter to construct any remaining section or sections,—the one hundred and seventeenth section of the Railway Act being in that behalf hereby superseded.

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16. All Deeds and Conveyances of lands to be conveyed to the Company for the purposes of this Act, may, in so far as the title to the said lands or the circumstances of the parties will admit, be made in the form of schedule A, to this Act annexed, in presence of two or more witnesses; and for the due enregistration thereof, the Company shall, at their own expense, furnish the Registrar of each County, traversed by the Railway, with a book or books having a sufficient number of copies of such form therein printed, one on each page, leaving the requisite blanks to suit the various cases of conveyance, such book or books authenticated in the manner in which the ordinary Registers of such Registrar are by law required to be authenticated; and such book or books shall by such Registrars be received and kept as, and shall be, so many Registers of their respective Offices; and they shall therein enregister such Deeds, upon production thereof, and proof of their execution by the oath of one credible witness, which oath they are hereby authorized to administer; and they shall certify such enregistration and the date thereof, on each such Deed; and the Company shall pay for such enregistration of, and certificate upon each such Deed, the sum of half a dollar, and no more; and such enregistration shall be to all intents valid in law; and in the absence of the original of any such Deed, copies thereof, taken from such Register and duly certified by the Registrar having charge thereof, shall be held and treated as authentic copies of such Deed; and such Registrar shall be entitled to a fee of one dollar, and no more, for every such certified copy.

Conveyances
to the Com-
pany to be in
form of Sched-
ule A.

17. In the borrowing of money by way of loan, the Debentures of the Company may be in the form of Schedule B, to this Act annexed, or in any other like form, and need not be passed before Notaries; and the enregistration, in the manner hereinafter set forth, of any such Debenture in the Registry Office for the County of Drummond only, shall perfect the *hypothèque* thereby created; and such *hypothèque* shall rank from the date of the presentment of such Debenture for enregistration, irrespectively of the date of the execution or of the issuing thereof, and this, even though the same be presented for enregistration before the issue thereof, and before the contracting of the debt thereby evidenced; and every such Debenture, being enregistered and issued, shall be transferable by delivery, and binding to all intents against the Company and all parties whatsoever, in favor of the bearer thereof, and shall hypothecate in his favor all the lands, wharves, buildings, and real property whatsoever of the Company, including all rails, and iron thereto affixed, and all other the appurtenances thereto belonging; and the Company, if at any time they shall see fit, may require the simultaneous enregistration of any number of such unissued Debentures, upon presentment of the same together to the Registrar with that view; and in such case, the Registrar shall receive and enregister the same, under date of the day and hour of such presentment thereof; and the same shall

Debentures to
be in form B.
registration
thereof.

Hypothec re-
sulting there-
from.

Further pro-
vision as to
registration.

shall thereupon bear equal *hypothèque*, as of such date, accordingly.

Company to
furnish Registrar
with a
proper book,
&c.

18. The Company, in case of their requiring the enrolment of any Debentures as aforesaid, shall, at their own expense, furnish the Registrar with a Book or Books, having a sufficient number of Copies of the said form of Debenture therein printed, one on each page, leaving the requisite blanks, and without any interest Coupons thereto, such Book or Books authenticated in the manner in which ordinary Registers are by law required to be authenticated; and such Book or Books shall by the Registrar be received and kept as, and shall be, so many Registers of the said Office; and he shall therein enrol the said Debentures, upon production thereof, and proof of their execution, by the oath of one credible witness, which oath he is hereby authorized to administer; and he shall certify such enrolment and the date thereof, on each such Debenture and for such enrolment of and Certificate upon each such Debenture, he shall be entitled to a fee of one quarter of a dollar and no more.

Registration
of cancellation
of debentures.

19. If after such enrolment any such Debenture be presented at the said Registry Office, with the word "Cancelled" and the signature to such word added of the President or Secretary of the Company, written across the face thereof, the Registrar, on receipt of a fee of one quarter of a dollar in that behalf, and on proof of such signature by the oath of one credible witness, which oath he is hereby authorized to administer, shall forthwith make an entry in the margin of the Register, against the Registry of such Debenture, to the effect that the same has been cancelled, adding to such entry the date thereof and his signature; and thereupon such Debenture shall become and be held cancelled, and shall be filed and remain of record in the said Registry Office.

Directors to
appoint an
officer to ap-
pear to certain
process if
served on the
Company.

20. In case of the service upon the Company of any writ of *saisie-arêt*, or of the Company being required to answer to interrogatories *sur faits et articles*, or to take the *serment décisoire* or *supplétoire*, any officer of the Company, being thereto duly authorized by vote or resolution of the Directors thereof, may appear and make declaration to such writ, or answer to such interrogatories, or take such oath, as the case may be, for the Company; and such declaration, answers or oath, as the case may be, shall be taken as the declaration, answers or oath of the Company, to all intents whatsoever; and the production and filing in Court, by such officer, of a copy of such vote or resolution, certified by the Secretary of the Company under their seal, shall be conclusive evidence of his authorization as in and by such copy set forth.

Sale of goods
on which

21. In case of neglect or refusal to pay the toll or freight due to the Company upon any goods of a perishable nature, or which

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hable nature, or
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which cannot be kept as by the Railway Act is provided, freight is not paid.
without great deterioration or loss of value, the agents or ser-
vants of the Company, upon the written certificate of two
disinterested and competent persons to that effect, and after
giving one month's notice in the *Canada Gazette*, and in two
newspapers published at, or as near as may be possible to the
locality where such goods may be, may dispose of the same
by public auction; and in such case, the proceeds shall there-
after be disposed of, in manner as in and by the Railway Act
is provided in respect of any sale made as thereby authorized.

22. The Company may become a party to promissory notes Company may be parties to notes, &c.
and bills of exchange for sums of not less than one hundred
dollars; and any such promissory note made or endorsed, and
any such bill of exchange, drawn, accepted or endorsed by the
President or Vice-President of the Company, and countersigned
by the Secretary-Treasurer, or by the Secretary or Treasurer
thereof, under authority of a quorum of the Directors, shall
be binding upon the Company; and every such promissory
note or bill of exchange, so made, drawn, accepted or endorsed,
by the President or Vice-President of the Company, and
countersigned by the Secretary-Treasurer, or by the Secretary
or Treasurer thereof, shall be presumed to have been properly
so made, drawn, accepted or endorsed, as the case may be,
unless the contrary be shown; and it shall not be necessary to
have the seal of the Company affixed to such promissory note
or bill of exchange; nor shall the officers of the Company,
signing or countersigning the same or such acceptance or
endorsement thereof, be thereby subjected individually to any
liability whatever; but the Company shall not issue any note
or bill payable to bearer, or intended to be circulated as money
or as the notes of a bank. Seal not re- quired
Company not to make Bank notes.

23. The Company may enter into any agreement with any Company may enter into agreements with other Railway Companies for certain purposes.
other Railway Company, whose line of operations may in any
wise connect with the line of route of the Company, for the
leasing of their Railway or any part thereof, to such other Com-
pany,---or for the leasing or hiring out to such other Company,
of any Locomotives, Cars, Carriages, Tenders, or other moveable
property of the Company, either altogether or for any time or
times, occasion or occasions,---or for the leasing from such
other Company, of any Railway or part thereof, or for the
leasing or hiring from such other Company, of any Locomo-
tives, Cars, Carriages, Tenders or other moveable property,
either altogether or for any time or times, occasion or occa-
sions,---or for the using of the whole or any part of the Railway,
or moveable property of the Company, or of the Railway or
moveable property of such other Company, in common by the
two Companies,---or generally, may make any agreement or
agreements with such other Company touching the use by one
or other or both of such Companies, of the Railway or move-
able property of either or both, or of any part thereof, or touching
any

any service to be rendered by the one Company to the other, and the compensation therefor; But no such agreement as aforesaid shall be valid or binding for more than one year from the date thereof, unless in the course of such year it be ratified by the Shareholders of the Company, duly assembled at a general meeting thereof.

Public Act.

21. This Act shall be deemed a Public Act.

SCHEDULE A.

Know all men by these presents, that I, (or we, *as the case may be*), A. B., of _____, in consideration of paid to me (*or as the case may be*), by "The Drummond and Arthabaska Counties Railway Company," the receipt whereof is hereby acknowledged, do hereby grant, bargain, sell, convey and confirm unto the said Company, their successors and assigns for ever, all that tract or parcel (*or, those tracts or parcels, as the case may be*), of land situate, (*here describe the lands*), the same having been selected and laid out by the said Company, for the purposes of their Railway; To have and to hold the said lands and premises, with all appurtenances thereto, to the said "Drummond and Arthabaska Counties Railway Company," their successors and assigns for ever, (*here add clause for release of Dower, if any*).

Witness my hand and seal, (*or, our hands and seals, as the case may be*), this _____ day of _____, in the year of Our Lord one thousand eight hundred and _____

Signed, sealed and delivered in }
the presence of

L. M.
N. O.

A. B.

L. S.

SCHEDULE B.

DRUMMOND AND ARTHABASKA COUNTIES RAILWAY COMPANY.

No. £ sterling, (*or \$ as the case may be*.)

This Debenture witnesseth, that "The Drummond and Arthabaska Counties Railway Company," under authority of the Statute of the Province of Canada, passed in the year of Her Majesty's Reign, intituled: "An Act to incorporate the Drummond and Arthabaska Counties Railway Company," are indebted to the bearer hereof in the sum of _____ sterling, (*or as the case may be*), as a loan, to bear interest from the date of the issue hereof, at the rate of _____ per centum per annum, payable half-yearly on the day of _____, and on the _____ day of _____; which said sum of _____ sterling, (*or as the case may*

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agreement
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y assembled

may be,) the said Company hereby bind and oblige themselves to pay on the _____ day of _____, in the year of Our Lord one thousand eight hundred and _____, to the bearer hereof, at _____, and also to pay the interest thereon half yearly as aforesaid to the bearer hereof, at the place aforesaid, on delivery of the *Coupon* therefor now forming part hereof.

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And for the due payment of the said sum of money and interest, the said Company, under authority of the said Statute, do hereby hypothecate the whole of their Railway, known as the "Drummond and Arthabaska Counties Railway," and all branches thereof, including all the lands, wharves, buildings and real property whatsoever of the said Company, and all rails and iron thereto affixed, and all other the appurtenances thereto belonging.

In testimony whereof, A. B. of _____, President of the said Company, hath hereto set his signature and affixed the common seal of the said Company, at _____, this _____ day of _____, in the year of Our Lord one thousand eight hundred and _____.

L. S.
Countersigned and entered.

A. B.,
President.

C. D., Secretary.

seals, as the
in the year of

I certify that this Debenture was duly presented for enregis-
tration in the Registry Office for the County of Drummond, on
the _____ day of _____, in the year of Our Lord one
thousand eight hundred and _____, at _____ of the clock
in the _____ noon, and is accordingly enregistered in the
Register for such Debentures marked _____, at page
number _____.

E. F.
Registrar.

AY COMPANY.

Issued to L. M. of _____, this _____ day of _____,
in the year of Our Lord one thousand eight hundred and _____.

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Law Printer to the Queen's Most Excellent Majesty.